

received prior to the Voting Deadline will be the Ballot that is counted.

- h. If multiple Ballots are received from a holder of a claim or equity interest and someone purporting to be his, her, or its attorney or agent, the Ballot received from the holder of the claim or equity interest will be the Ballot that is counted, and the vote of the purported attorney or agent will not be counted, unless otherwise ordered by the Court.
- i. A Ballot that is completed, but on which the claimant or holder of equity interest did not indicate whether to accept or reject the Plan or that indicates both an acceptance and rejection of the Plan shall not be counted, unless otherwise ordered by the Court.
- j. Any Ballot (except a Master Ballot) that partially accepts and partially rejects the Plan shall not be counted, unless otherwise ordered by the Court.
- k. A holder of claims or equity interest shall be deemed to have voted the full amount of its claim or equity interest in each class and shall not be entitled to split its vote within a class.
- l. The Solicitation and Tabulation Agent shall not accept a vote by facsimile, telecopy transmission or electronic mail, unless otherwise ordered by the Court.
- m. For the purpose of voting on the Plan, the Solicitation and Tabulation Agent will be deemed to be in constructive receipt of any Ballot timely delivered to any address that the Solicitation and Tabulation Agent designates for the receipt of Ballots cast on the Plan.

; and it is further

ORDERED that the Debtors' utilization of the consolidated tabulation is conditional (i) upon the Debtors' satisfaction of sections 1129(a)(8) and/or (a)(10) of the Bankruptcy Code with respect to each relevant Debtor on a stand-alone basis or (ii) an order of a Court permitting such consolidated tabulation with respect to a given Debtor in an applicable Debtor Group; and it is further

ORDERED that any entity entitled to vote to accept or reject the Plan may change its vote before the Voting Deadline by casting a superseding Ballot; provided that the superseding Ballot is received by the Solicitation and Tabulation Agent on or before the Voting Deadline; provided further that unless otherwise agreed to by the Debtors, entities desiring to change their votes after the Voting Deadline may do so only with approval of the Court for “cause” pursuant to Bankruptcy Rule 3018(a) by filing a motion with the Court on or before the Plan Objection Deadline so that it may be heard and considered at the Confirmation Hearing; and it is further

ORDERED that with respect to Master Ballots submitted by Voting Nominees and/or prevalidated ballots submitted by or through the Voting Nominees:

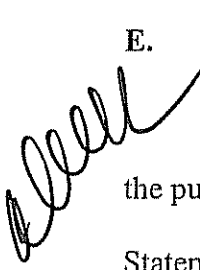

- a. all Voting Nominees to which Beneficial Holders return their Ballots shall summarize on the Master Ballot all Ballots cast by the Beneficial Holders and return the Master Ballot to the Solicitation and Tabulation Agent; provided, however, that each Voting Nominee shall be required to retain the Ballots cast by the respective Beneficial Holders for inspection for a period of at least one (1) year following the Voting Deadline;
- b. votes cast by the Beneficial Holders through a Voting Nominee by means of a Master Ballot or prevalidated Ballot shall be applied against the positions held by such Voting Nominee as evidenced by a list of record holders provided by DTC and compiled as of the Record Date; provided, however, that votes submitted by a Voting Nominee on a Master Ballot or prevalidated Ballot shall not be counted in excess of the position maintained by such Voting Nominee as of the Record Date;
- c. to the extent that there are over-votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, the Solicitation and Tabulation Agent will attempt to reconcile discrepancies with the Voting Nominee;
- d. to the extent that over-votes on a Master Ballot or prevalidated Ballot are not reconciled prior to the preparation of the vote certification, the Solicitation and Tabulation Agent will apply the votes to accept and to reject the Plan in the same proportion as the

votes to accept or reject the Plan submitted on the Master Ballot or prevalidated Ballot that contained the over-vote, but only to the extent of the position maintained by such Voting Nominee as of the Record Date;

- e. multiple Master Ballots may be completed by a single Voting Nominee and delivered to the Solicitation and Tabulation Agent and such votes shall be counted, except to the extent that such votes are inconsistent with or are duplicative of other Master Ballots, in which case the latest dated Master Ballot received before the Voting Deadline shall supersede and revoke any prior Master Ballot; and
- f. each Beneficial Holder shall be deemed to have voted the full amount of its claim or equity interest, notwithstanding anything to the contrary in the Ballot submitted by such Beneficial Holder.

; and it is further

**E. Town Hall Meeting**

 ORDERED that an informational "Town Hall" meeting (the "Meeting"), open to the public,  will be held to respond to equity holder questions relating to the Plan and Disclosure Statement. The determination as to selection of specific questions for response at the Meeting will be made by the Equity Committee's professionals in consultation with the Examiner; and it is further

ORDERED that in conducting the Meeting, the Equity Committee Members, Committee Professionals, the Examiner, and the Examiner's Counsel (together, the "Participants") shall not be acting by or on behalf of the Debtors. None of the Participants shall have any liability for participation in the Meeting except for gross negligence or willful misconduct as determined by a Final Order of the Bankruptcy Court. Further, and without limitation of the foregoing, the Participants' responses and comments at the Meeting shall not be considered violative of any fiduciary, confidentiality, or other obligations, including, without

limitation, such obligations to the Debtors, equity holders, or other parties in interest, so long as the Participants do not provide material information beyond the information provided in, derived from, or complimentary to the Disclosure Statement, or otherwise made public. All mechanics of the Meeting shall be determined by the Equity Committee Professionals in consultation with the Examiner. The Bankruptcy Court shall be the exclusive venue for resolving any disputes relating to the Meeting; and it is further

**F. Miscellaneous**

ORDERED that unless otherwise provided in accordance with the procedures set forth by order of this Court, for voting purposes only, the creditors or equity interest holders who hold the claims or equity interests listed on Exhibit "G" attached hereto related to debt securities, syndicated bank debt, certain other non-public debt and equity interests will be entitled to only vote the principal amount of their debt or amount of equity interests against the Debtor in the manner set forth on Exhibit "G;" provided, however, that the aggregate dollar amount of such creditors' claims and the aggregate number of common stock may not exceed the amounts listed on Exhibit "G;" and it is further

ORDERED that (i) Law Debenture Trust Company of New York, which serves in the capacity as (A) successor indenture trustee (the "Indenture Trustee") under the Junior Subordinated Note Indenture, dated as of October 1, 2000 (the "Subordinated Note Indenture"), between (a) Mirant (f/k/a Southern Energy, Inc. ("SEI")), and (b) Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company ("DBTCA")), under which Mirant issued Junior Subordinated Notes (the "Junior Notes"), and (B) successor property trustee (the "Property Trustee"), under that certain Amended and Restated Trust Agreement, dated as of October 1, 2000 (the "Trust Preferred Agreement"), among (a) Mirant, (b) DBTCA, as property trustee, (c)

Deutsche Bank Trust Company Delaware, formerly known as Bankers Trust (Delaware), as Delaware trustee and the Administrative Trustees named therein, shall be granted the right to vote as Property Trustee (and as necessary, to direct the Indenture Trustee with respect thereto) a single allowed claim against Mirant Corporation in the amount of \$356,534,626.06 in Junior Notes, which it holds in legal title only for the benefit of the holders (the "Holders") of the trust preferred securities issued under the Trust Preferred Agreement (the "Trust Securities"), and (ii) no other person shall be entitled to submit a vote in respect of the Junior Notes. The Property Trustee shall conclusively rely, and have no liability for relying, on the written direction, if any, given by the Holders holding not less than a simple majority of liquidation preference amount of the Trust Securities in accordance with the terms of the Trust Preferred Agreement, in determining whether to vote the Junior Notes to accept or reject the Plan; and it is further

ORDERED that the form of notice of the Confirmation Hearing in substantially the form attached hereto as Exhibit "E" is hereby approved; and it is further

ORDERED that the form of notice of the Notice of Non-Voting Status – Unimpaired Classes in substantially the form attached hereto as Exhibit "F" is hereby approved; and it is further

ORDERED that the Debtors shall, contemporaneously with the Solicitation Packages, provide to all creditors and equity security holders as of the Record Date either (i) a copy of the Confirmation Hearing Notice, setting forth (a) the date of approval of the Disclosure Statement; (b) the Record Date; (c) the Voting Deadline; (d) the Plan Objection Deadline; and (e) the time, date, and place for the Confirmation Hearing and Plan Status Conference, or (ii) the Notice of Non-Voting Status – Unimpaired Classes, setting forth (a) the date of approval of the

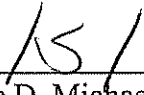
Disclosure Statement; (b) the Plan Objection Deadline; and (c) the time, date, and place for the Confirmation Hearing and Plan Status Conference; and it is further

ORDERED that the provision of notice in accordance with the procedures set forth in this Order shall be deemed good and sufficient notice of the Confirmation Hearing, the Voting Deadline and the Confirmation Objection Deadline; and it is further

ORDERED that this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or in relation to the implementation of this Order.

Dated: Fort Worth, Texas

*September 30*, 2005

  
\_\_\_\_\_  
Honorable D. Michael Lynn,  
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re	)	Chapter 11 Case
	)	
MIRANT CORPORATION, <u>et al.</u> ,	)	Case No. 03-46590(DML)11
	)	Jointly Administered
Debtors.	)	
	)	

[(Creditor Name)	(unique I.D. #)	(Voting class and voting amount)	(Debtor)]
[Creditor Address]			

**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION  
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

## MIRANT DEBTOR CLASS 2 – Secured Claims

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors for the above-listed claim. If you have more than one claim entitled to vote, you will receive additional ballot(s) on which to cast your vote.

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREADDRESSED, POSTAGE PREPAID ENVELOPE. THIS BALLOT **MUST BE ACTUALLY RECEIVED** BY THE SOLICITATION AND TABULATION AGENT ON OR BEFORE **NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME.**

**Item 1: Voting Classification and Amount.** As of the record date of September 28, 2005, the undersigned is a holder of Mirant Debtor Class 2 – Secured Claims (as defined in the Plan) against the Debtors in the amount set forth above for voting purposes.

**Item 2: Vote.** The undersigned votes the above-listed Mirant Debtor Class 2 Claims to (check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Name of Creditor: \_\_\_\_\_  
(Print or Type)

By: \_\_\_\_\_  
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_  
\_\_\_\_\_  
(City, State and Zip Code)

Telephone Number: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
(Social Security or Federal Tax I.D. No.)

Date Completed: \_\_\_\_\_

### PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on \_\_\_\_\_, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Bankruptcy Services, LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-316-7766. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Ballot and return it to Bankruptcy Services, LLC, at P.O. Box 5014, F.D.R. Station, New York, NY 10150-5014, Attn: Mirant Ballot Tabulation, Telephone No. 1-866-316-7766, in the enclosed preaddressed, postage prepaid envelope. **If your Ballot is not ACTUALLY RECEIVED by 4:00 p.m., Prevailing Central Time, on November 10, 2005, it will not be counted. The Solicitation and Tabulation Agent will not accept Ballots by facsimile transmission.**

On \_\_\_\_\_, 2005, the Bankruptcy Court also approved certain procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are set forth in the Voting Instructions that accompany this Ballot.



**By signing this Ballot, you make the following certifications:**

- “I have received a CD-ROM or have otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan.”
- “I understand that, if this Ballot is validly executed and returned without checking a box to ACCEPT or REJECT, this Ballot will not be counted.”
- “I have the full power and authority to vote to accept or reject the Plan on behalf of the claimant listed herein.”

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the allowed claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. **To have your vote count you must complete and return this Ballot by 4:00 p.m., Prevailing Central Time, so that it is actually received by the Solicitation and Tabulation Agent on or before November 10, 2005. Unsigned Ballots will not be counted.**

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

**IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT BANKRUPTCY SERVICES, LLC, AT 1-866-316-7766 (TOLL FREE). THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re	)	
	)	Chapter 11 Case
	)	
MIRANT CORPORATION, <u>et al.</u> ,	)	Case No. 03-46590(DML)11
	)	Jointly Administered
Debtors.	)	
	)	

[(Creditor Name)	(unique I.D. #)	(Voting class and voting amount)	(Debtor)]
[Creditor Address]			

**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION  
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MIRANT DEBTOR CLASS 3 – Unsecured Claims**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors for the above-listed claim. If you have more than one claim entitled to vote, you will receive additional ballot(s) on which to cast your vote.

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREADDRESSED, POSTAGE PREPAID ENVELOPE. THIS BALLOT **MUST BE ACTUALLY RECEIVED** BY THE SOLICITATION AND TABULATION AGENT ON OR BEFORE **NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME.**

**Item 1: Voting Classification and Amount.** As of the record date of September 28, 2005, the undersigned is a holder of Mirant Debtor Class 3 – Unsecured Claims (as defined in the Plan) against the Debtors in the amount set forth above for voting purposes.

**Item 2: Vote.** The undersigned votes the above-listed Mirant Debtor Class 3 Claims to (check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Name of Creditor: \_\_\_\_\_  
(Print or Type)

By: \_\_\_\_\_  
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_  
\_\_\_\_\_  
(City, State and Zip Code)

Telephone Number: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
(Social Security or Federal Tax I.D. No.)

Date Completed: \_\_\_\_\_

### PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on \_\_\_\_\_, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Bankruptcy Services, LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-316-7766. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Ballot and return it to Bankruptcy Services, LLC, at P.O. Box 5014, F.D.R. Station, New York, NY 10150-5014, Attn: Mirant Ballot Tabulation, Telephone No. 1-866-316-7766, in the enclosed preaddressed, postage prepaid envelope. **If your Ballot is not ACTUALLY RECEIVED by 4:00 p.m., Prevailing Central Time, on November 10, 2005, it will not be counted. The Solicitation and Tabulation Agent will not accept Ballots by facsimile transmission.**

On \_\_\_\_\_, 2005, the Bankruptcy Court also approved certain procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are set forth in the Voting Instructions that accompany this Ballot.

**By signing this Ballot, you make the following certifications:**

- “I have received a CD-ROM or have otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan.”
- “I understand that, if this Ballot is validly executed and returned without checking a box to ACCEPT or REJECT, this Ballot will not be counted.”
- “I have the full power and authority to vote to accept or reject the Plan on behalf of the claimant listed herein.”

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the allowed claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. **To have your vote count you must complete and return this Ballot by 4:00 p.m., Prevailing Central Time, so that it is actually received by the Solicitation and Tabulation Agent on or before November 10, 2005. Unsigned Ballots will not be counted.**

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

**IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT BANKRUPTCY SERVICES, LLC, AT 1-866-316-7766 (TOLL FREE). THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re	)	
	)	Chapter 11 Case
	)	
MIRANT CORPORATION, <u>et al.</u> ,	)	Case No. 03-46590(DML)11
	)	Jointly Administered
Debtors.	)	
	)	

[(Creditor Name)	(unique I.D. #)	(Voting class and voting amount)	(Debtor)]
[Creditor Address]			

**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION  
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MIRANT DEBTOR CLASS 4 – Convenience Claims**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors for the above-listed claim. If you have more than one claim entitled to vote, you will receive additional ballot(s) on which to cast your vote.

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREADDRESSED, POSTAGE PREPAID ENVELOPE. THIS BALLOT **MUST BE ACTUALLY RECEIVED** BY THE SOLICITATION AND TABULATION AGENT ON OR BEFORE **NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME.**

**Item 1: Voting Classification and Amount.** As of the record date of September 28, 2005, the undersigned is a holder of Mirant Debtor Class 4 – Convenience Claims (as defined in the Plan) against the Debtors in the amount set forth above for voting purposes.

**Item 2: Vote.** The undersigned votes the above-listed Mirant Debtor Class 4 Claims to (check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Name of Creditor: \_\_\_\_\_  
(Print or Type)

By: \_\_\_\_\_  
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

\_\_\_\_\_  
(City, State and Zip Code)

Telephone Number: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
(Social Security or Federal Tax I.D. No.)

Date Completed: \_\_\_\_\_

### PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on \_\_\_\_\_, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Bankruptcy Services, LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-316-7766. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Ballot and return it to Bankruptcy Services, LLC, at P.O. Box 5014, F.D.R. Station, New York, NY 10150-5014, Attn: Mirant Ballot Tabulation, Telephone No. 1-866-316-7766, in the enclosed preaddressed, postage prepaid envelope. **If your Ballot is not ACTUALLY RECEIVED by 4:00 p.m., Prevailing Central Time, on November 10, 2005, it will not be counted. The Solicitation and Tabulation Agent will not accept Ballots by facsimile transmission.**

On \_\_\_\_\_, 2005, the Bankruptcy Court also approved certain procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are set forth in the Voting Instructions that accompany this Ballot.



**By signing this Ballot, you make the following certifications:**

- “I have received a CD-ROM or have otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan.”
- “I understand that, if this Ballot is validly executed and returned without checking a box to ACCEPT or REJECT, this Ballot will not be counted.”
- “I have the full power and authority to vote to accept or reject the Plan on behalf of the claimant listed herein.”

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the allowed claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. **To have your vote count you must complete and return this Ballot by 4:00 p.m., Prevailing Central Time, so that it is actually received by the Solicitation and Tabulation Agent on or before November 10, 2005. Unsigned Ballots will not be counted.**

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

**IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT BANKRUPTCY SERVICES, LLC, AT 1-866-316-7766 (TOLL FREE). THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re	)	Chapter 11 Case
	)	
MIRANT CORPORATION, <u>et al.</u> ,	)	Case No. 03-46590(DML)11
	)	Jointly Administered
Debtors.	)	
	)	

[(Creditor Name)	(unique I.D. #)	(Voting class and voting amount)	(Debtor)]
[Creditor Address]			

**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION  
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

## MAG DEBTOR CLASS 2 – Secured Claims

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors for the above-listed claim. If you have more than one claim entitled to vote, you will receive additional ballot(s) on which to cast your vote.

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREADDRESSED, POSTAGE PREPAID ENVELOPE. THIS BALLOT **MUST BE ACTUALLY RECEIVED** BY THE SOLICITATION AND TABULATION AGENT ON OR BEFORE **NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME.**

**Item 1: Voting Classification and Amount.** As of the record date of September 28, 2005, the undersigned is a holder of MAG Debtor Class 2 – Secured Claims (as defined in the Plan) against the Debtors in the amount set forth above for voting purposes.

**Item 2: Vote.** The undersigned votes the above-listed MAG Debtor Class 2 Claims to (check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Name of Creditor: \_\_\_\_\_  
(Print or Type)

By: \_\_\_\_\_  
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_  
\_\_\_\_\_  
(City, State and Zip Code)

Telephone Number: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
(Social Security or Federal Tax I.D. No.)

Date Completed: \_\_\_\_\_

### **PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT**

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on \_\_\_\_\_, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Bankruptcy Services, LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-316-7766. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Ballot and return it to Bankruptcy Services, LLC, at P.O. Box 5014, F.D.R. Station, New York, NY 10150-5014, Attn: Mirant Ballot Tabulation, Telephone No. 1-866-316-7766, in the enclosed preaddressed, postage prepaid envelope. **If your Ballot is not ACTUALLY RECEIVED by 4:00 p.m., Prevailing Central Time, on November 10, 2005, it will not be counted. The Solicitation and Tabulation Agent will not accept Ballots by facsimile transmission.**

On \_\_\_\_\_, 2005, the Bankruptcy Court also approved certain procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are set forth in the Voting Instructions that accompany this Ballot.

**By signing this Ballot, you make the following certifications:**

- “I have received a CD-ROM or have otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan.”
- “I understand that, if this Ballot is validly executed and returned without checking a box to ACCEPT or REJECT, this Ballot will not be counted.”
- “I have the full power and authority to vote to accept or reject the Plan on behalf of the claimant listed herein.”

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the allowed claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. **To have your vote count you must complete and return this Ballot by 4:00 p.m., Prevailing Central Time, so that it is actually received by the Solicitation and Tabulation Agent on or before November 10, 2005. Unsigned Ballots will not be counted.**

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

**IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT BANKRUPTCY SERVICES, LLC, AT 1-866-316-7766 (TOLL FREE). THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re

MIRANT CORPORATION, et al.,

Debtors.

## Chapter 11 Case

Case No. 03-46590(DML)11

## Jointly Administered

[(Creditor Name)	(unique I.D. #)	(Voting class and voting amount)	(Debtor)]
[Creditor Address]			

**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION  
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

## MAG DEBTOR CLASS 3 – New York Tax Secured Claims

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors for the above-listed claim. If you have more than one claim entitled to vote, you will receive additional ballot(s) on which to cast your vote.

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREAMDRESSED, POSTAGE PREPAID ENVELOPE. THIS BALLOT **MUST BE ACTUALLY RECEIVED** BY THE SOLICITATION AND TABULATION AGENT ON OR BEFORE **NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME.**

**Item 1: Voting Classification and Amount.** As of the record date of September 28, 2005, the undersigned is a holder of MAG Debtor Class 3 – New York Tax Secured Claims (as defined in the Plan) against the Debtors in the amount set forth above for voting purposes.

**Item 2: Vote.** The undersigned votes the above-listed MAG Debtor Class 3 Claims to (check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Name of Creditor: \_\_\_\_\_  
(Print or Type)

By: \_\_\_\_\_  
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_  
\_\_\_\_\_  
(City, State and Zip Code)

Telephone Number: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
(Social Security or Federal Tax I.D. No.)

Date Completed: \_\_\_\_\_

### PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT

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- “I have the full power and authority to vote to accept or reject the Plan on behalf of the claimant listed herein.”

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the allowed claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. **To have your vote count you must complete and return this Ballot by 4:00 p.m., Prevailing Central Time, so that it is actually received by the Solicitation and Tabulation Agent on or before November 10, 2005. Unsigned Ballots will not be counted.**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

In re

MIRANT CORPORATION, et al.,

Debtors.

## Chapter 11 Case

Case No. 03-46590(DML)11

## Jointly Administered

[(Creditor Name)	(unique I.D. #)	(Voting class and voting amount)	(Debtor)]
[Creditor Address]			

**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION  
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

## MAG DEBTOR CLASS 4 – PG&E/RMR Claims

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors for the above-listed claim. If you have more than one claim entitled to vote, you will receive additional ballot(s) on which to cast your vote.

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**Item 2: Vote.** The undersigned votes the above-listed MAG Debtor Class 4 Claims to (check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Name of Creditor: \_\_\_\_\_  
(Print or Type)

By: \_\_\_\_\_  
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_  
\_\_\_\_\_  
(City, State and Zip Code)

Telephone Number: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
(Social Security or Federal Tax I.D. No.)

Date Completed: \_\_\_\_\_

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